

Exhibit 12

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12 UNITED STATES DISTRICT COURT
13 NORTHERN DISTRICT OF CALIFORNIA

14 SECURITIES AND EXCHANGE
15 COMMISSION,

16 Plaintiff,

17 vs.

18 KENNETH L. SCHROEDER,

19 Defendant.

) CASE NO. C 07-3798 (JW)

) NON-PARTY SKADDEN, ARPS, SLATE,
) MEAGHER & FLOM LLP'S RESPONSES
) AND OBJECTIONS TO DEFENDANT
) KENNETH L. SCHROEDER'S
) SUBPOENA FOR RECORDS

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21 Pursuant to Rule 45 of the Federal Rules of Civil Procedure, non-party Skadden, Arps,
22 Slate, Meagher & Flom LLP ("Skadden"), by and through undersigned counsel, hereby objects and
23 responds to the Subpoena Duces Tecum (the "Subpoena") served by defendant Kenneth L.
24 Schroeder ("Schroeder") in the above-captioned litigation ("Litigation") as follows:
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GENERAL OBJECTIONS

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2 1. Skadden incorporates by reference each and every General Objection set
3 forth below into each and every specific response.

4 2. Skadden objects to the Subpoena to the extent that it seeks the production of
5 documents that are within Schroeder's possession, custody or control, or that are equally as
6 accessible to Schroeder as to Skadden, including documents produced to Schroeder by the
7 Securities and Exchange Commission ("SEC"), as outlined in its Initial Disclosures pursuant to
8 F.R.C.P. 26(a)(1).

9 3. Skadden objects to the Subpoena to the extent that it is vague, overbroad,
10 unduly burdensome and/or calls for the production of documents not relevant to the issues raised
11 nor reasonably calculated to lead to the discovery of admissible evidence. Skadden does not
12 concede the relevance of any document produced in response to the Subpoena.

13 4. Skadden objects to the Subpoena to the extent it would require Skadden to
14 conduct an unreasonably broad and burdensome search for documents that would only have
15 marginal relevance.

16 5. Skadden objects to the Subpoena insofar as it requests documents that are
17 protected from discovery by the attorney-client privilege, the work-product doctrine, or any other
18 applicable privilege or immunity. By producing documents in response to the Subpoena, Skadden
19 does not waive, intentionally or otherwise, any privilege, doctrine or immunity protecting its
20 communications, transactions or records from disclosure. Any production of documents
21 inconsistent with the foregoing is wholly inadvertent and shall not constitute a waiver of any such
22 privilege or protection.

23 6. Skadden objects to the Subpoena to the extent it seeks confidential,
24 proprietary or competitively sensitive information, or information concerning past or present
25 employees of Skadden or KLA-Tencor Corporation ("KLA") which is protected by the right of
26 privacy under Article I, Section 1 of the California Constitution or other applicable law. Absent
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1 the entry of a suitable protective order in this case to safeguard the confidentiality of the documents
2 sought, no such documents will be produced.

3 7. Skadden objects to the Subpoena to the extent it purports to require Skadden
4 to comply with requirements beyond those imposed by the Federal Rules of Civil Procedure and
5 the Local Rules of the United States District Court for the Northern District of California, or which
6 exceed the permissible scope of discovery under said rules.

7 8. Skadden objects to the term "DOCUMENT(S)" as defined in the Subpoena
8 as overly broad and unduly burdensome to the extent that this definition is broader than and
9 deviates from the commonly understood definition of that term.

10 9. Skadden objects to the Subpoena on the ground that it makes no provision
11 for reimbursement of the substantial expenses that Skadden may incur in complying with the
12 Subpoena. Skadden's response to the Subpoena is subject to its claim for reimbursement of the
13 reasonable costs and expenses incurred in connection with the Subpoena as provided in Federal
14 Rule of Civil Procedure 45(c)(1).

15 10. Skadden objects to the Subpoena to the extent it seeks documents or
16 information primarily to harass or annoy KLA, for use in other litigation, or to release to third
17 parties.

18 11. Without waiving any of the foregoing General Objections, Skadden responds
19 to the Subpoena, subject to the following additional express reservations of rights:

20 a. Skadden expressly reserves the right to object, on the grounds of
21 competency, privilege, relevance, burden or materiality, or any other proper ground, to the use of
22 these responses or documents produced in response to the Subpoena for any purpose, in whole or
23 in part, in any subsequent stage or proceeding in the Litigation;

24 b. Skadden does not concede the relevancy of any document or
25 information being produced in response to the Requests and expressly reserves the right to object
26 to the introduction into evidence or any other use of such documents or information on relevance or
27 any other grounds; and
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1 c. Skadden expressly reserves the right to revise, amend, correct, add to
2 or clarify any of the responses or objections propounded herein.

3 **SPECIFIC RESPONSES AND OBJECTIONS**

4 Without waiving or departing from its General Objections, and specifically
5 incorporating the General Objections into each of the specific responses below, Skadden makes the
6 following additional objections and responses to specific document requests in the Subpoena.

7 **REQUEST FOR PRODUCTION NO. 1:**

8 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE
9 INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in
10 part), summarized, presented to or received from the SEC.

11 **RESPONSE TO REQUEST FOR PRODUCTION NO. 1:**

12 Skadden incorporates by reference its General Objections as though fully set forth
13 herein. Skadden additionally objects to this Request to the extent that it seeks the production of
14 documents that are within Schroeder's possession, custody or control, or that are equally as
15 accessible to Schroeder as to Skadden. Skadden further objects to this Request to the extent that it
16 seeks the discovery of information that is neither relevant to the subject matter of this action nor
17 reasonably calculated to lead to the discovery of admissible evidence. Skadden additionally
18 objects to this Request to the extent that it is overbroad and unduly burdensome. Skadden further
19 objects to this Request to the extent that it seeks the production of documents that are subject to
20 any applicable privilege, doctrine or immunity, including without limitation the attorney-client
21 privilege, the attorney work product doctrine or the right of privacy. Skadden additionally objects
22 to this Request to the extent that it is vague and ambiguous with respect to the terms
23 "CONCERNING," "transmitted", "read from", "summarized", "presented" and "received."
24 Skadden objects that the use of these vague and ambiguous terms in conjunction with this Request
25 requires Skadden to speculate as to the nature and scope of the documents sought. Requiring
26 Skadden to so speculate renders the Request overbroad, unduly burdensome, oppressive and not
27 reasonably calculated to lead to the discovery of admissible evidence.

1 Based on Skadden's review of the SEC's Initial Disclosures, the SEC has already
2 produced substantially all of the documents responsive to this Request to Schroeder, pursuant to
3 F.R.C.P. 26(a)(1). Because these documents are already in Schroeder's possession, custody or
4 control, it would be unduly burdensome and an improper use of the discovery process to compel
5 Skadden to produce such documents in this case. Accordingly, Skadden will not produce any
6 documents responsive to this Request which the SEC has already produced to Schroeder as such
7 documents are already in Schroeder's possession, custody or control, and therefore are equally
8 accessible to Schroeder as to Skadden. Skadden also refuses to produce many of these responsive
9 documents on the additional grounds that they are protected by the attorney client privilege, the
10 work product doctrine, and/or other applicable privileges.

11 To the extent that Skadden has any responsive documents that were not included in
12 the SEC's Initial Disclosures to Schroeder, and are not protected by the attorney-client privilege,
13 the work product doctrine or some other applicable privilege, Skadden will produce such
14 documents to Schroeder to the extent that they do not contain any trade secrets or confidential or
15 competitively sensitive business information. To the extent that such responsive, non-privileged
16 documents do contain any trade secrets or confidential or competitively sensitive business
17 information, Skadden will produce them to Schroeder subject to the entry by the court of a
18 confidentiality order prohibiting the parties from disclosing such documents or information to third
19 parties or using them for purposes unrelated to this Litigation. However, Skadden currently
20 believes that all non-privileged responsive documents that were produced to the SEC have already
21 been produced to Schroeder pursuant to the SEC's Initial Disclosures.

22 **REQUEST FOR PRODUCTION NO. 2:**

23 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE
24 INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in
25 part), summarized, presented to or received from the DOJ.

RESPONSE TO REQUEST FOR PRODUCTION NO. 2:

Skadden incorporates by reference its General Objections as though fully set forth herein. Skadden additionally objects to this Request to the extent that it seeks the production of documents that are within Schroeder's possession, custody or control, or that are equally as accessible to Schroeder as to Skadden. Skadden further objects to this Request to the extent that it seeks the discovery of information that is neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. Skadden additionally objects to this Request to the extent that it is overbroad and unduly burdensome. Skadden further objects to this Request to the extent that it seeks the production of documents that are subject to any applicable privilege, doctrine or immunity, including without limitation the attorney-client privilege, the attorney work product doctrine or the right of privacy. Skadden additionally objects to this Request to the extent that it is vague and ambiguous with respect to the terms "CONCERNING," "transmitted", "read from", "summarized", "presented" and "received." Skadden objects that the use of these vague and ambiguous terms in conjunction with this Request requires Skadden to speculate as to the nature and scope of the documents sought. Requiring Skadden to so speculate renders the Request overbroad, unduly burdensome, oppressive and not reasonably calculated to lead to the discovery of admissible evidence.

Based on Skadden's review of the SEC's Initial Disclosures, the SEC has already produced substantially all of the documents responsive to this Request to Schroeder, pursuant to F.R.C.P. 26(a)(1). Because these documents are already in Schroeder's possession, custody or control, it would be unduly burdensome and an improper use of the discovery process to compel Skadden to produce such documents in this case. Accordingly, Skadden will not produce any documents responsive to this Request which the SEC has already produced to Schroeder as such documents are already in Schroeder's possession, custody or control, and are therefore equally accessible to Schroeder as to Skadden. Skadden also refuses to produce many of these responsive documents on the additional grounds that they are protected by the attorney client privilege, the work product doctrine, and/or other applicable privileges.

1 To the extent that Skadden has any responsive documents that were not included in
2 the SEC's Initial Disclosures to Schroeder, and are not protected by the attorney-client privilege,
3 the work product doctrine or some other applicable privilege, Skadden will produce such
4 documents to Schroeder to the extent that they do not contain any trade secrets or confidential or
5 competitively sensitive business information. To the extent that such responsive, non-privileged
6 documents do contain any trade secrets or confidential or competitively sensitive business
7 information, Skadden will produce them to Schroeder subject to the entry by the court of a
8 confidentiality order prohibiting the parties from disclosing such documents or information to third
9 parties or using them for purposes unrelated to this Litigation. However, Skadden currently
10 believes that all non-privileged responsive documents that were produced to the DOJ have already
11 been produced to Schroeder pursuant to the SEC's Initial Disclosures.

12 **REQUEST FOR PRODUCTION NO. 3:**

13 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE
14 INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in
15 part), summarized, presented to or received from the NASDAQ.

16 **RESPONSE TO REQUEST FOR PRODUCTION NO. 3:**

17 Skadden incorporates by reference its General Objections as though fully set forth
18 herein. Skadden further objects to this Request to the extent that it seeks the discovery of
19 information that is neither relevant to the subject matter of this action nor reasonably calculated to
20 lead to the discovery of admissible evidence. Skadden additionally objects to this Request to the
21 extent that it is overbroad and unduly burdensome. Skadden additionally objects to this Request to
22 the extent that it is vague and ambiguous with respect to the terms "CONCERNING", "transmitted",
23 "read from", "summarized", "presented" and "received." Skadden objects that the use of these
24 vague and ambiguous terms in conjunction with this Request requires Skadden to speculate as to
25 the nature and scope of the documents sought. Requiring Skadden to so speculate renders the
26 Request overbroad, unduly burdensome, oppressive and not reasonably calculated to lead to the
27 discovery of admissible evidence.

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1 Subject to and without waiving any of the above objections, Skadden will produce
2 documents responsive to this Request, to the extent that such documents are not subject to any
3 applicable privilege, doctrine or immunity.

4 **REQUEST FOR PRODUCTION NO. 4:**

5 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE
6 INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in
7 part), summarized, presented to or received from the PWC.

8 **RESPONSE TO REQUEST FOR PRODUCTION NO. 4:**

9 Skadden incorporates by reference its General Objections as though fully set forth
10 herein. Skadden additionally objects to this Request to the extent that it seeks the production of
11 documents that are within Schroeder's possession, custody or control, or that are equally as
12 accessible to Schroeder as to Skadden. Skadden further objects to this Request to the extent that it
13 seeks the discovery of information that is neither relevant to the subject matter of this action nor
14 reasonably calculated to lead to the discovery of admissible evidence. Skadden additionally
15 objects to this Request to the extent that it is overbroad and unduly burdensome. Skadden further
16 objects to this Request to the extent that it seeks the production of documents that are subject to
17 any applicable privilege, doctrine or immunity, including without limitation the attorney-client
18 privilege, the attorney work product doctrine or the right of privacy. Skadden additionally objects
19 to this Request to the extent that it is vague and ambiguous with respect to the terms
20 "CONCERNING," "transmitted", "read from", "summarized", "presented" and "received."
21 Skadden objects that the use of these vague and ambiguous terms in conjunction with this Request
22 requires Skadden to speculate as to the nature and scope of the documents sought. Requiring
23 Skadden to so speculate renders the Request overbroad, unduly burdensome, oppressive and not
24 reasonably calculated to lead to the discovery of admissible evidence.

25 Skadden will not produce documents responsive to this Request because any such
26 documents are protected by the work product doctrine and/or the attorney-client privilege.
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1 **REQUEST FOR PRODUCTION NO. 5:**

2 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE
3 INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in
4 part), summarized, presented to or received from LECG.

5 **RESPONSE TO REQUEST FOR PRODUCTION NO. 5:**

6 Skadden incorporates by reference its General Objections as though fully set forth
7 herein. Skadden additionally objects to this Request to the extent that it seeks the production of
8 documents that are within Schroeder's possession, custody or control, or that are equally as
9 accessible to Schroeder as to Skadden. Skadden further objects to this Request to the extent that it
10 seeks the discovery of information that is neither relevant to the subject matter of this action nor
11 reasonably calculated to lead to the discovery of admissible evidence. Skadden additionally
12 objects to this Request to the extent that it is overbroad and unduly burdensome. Skadden further
13 objects to this Request to the extent that it seeks the production of documents that are subject to
14 any applicable privilege, doctrine or immunity, including without limitation the attorney-client
15 privilege, the attorney work product doctrine or the right of privacy. Skadden additionally objects
16 to this Request to the extent that it is vague and ambiguous with respect to the terms
17 "CONCERNING," "transmitted", "read from", "summarized", "presented" and "received."
18 Skadden objects that the use of these vague and ambiguous terms in conjunction with this Request
19 requires Skadden to speculate as to the nature and scope of the documents sought. Requiring
20 Skadden to so speculate renders the Request overbroad, unduly burdensome, oppressive and not
21 reasonably calculated to lead to the discovery of admissible evidence.

22 Skadden will not produce documents responsive to this Request because any such
23 documents are protected by the work product doctrine and/or the attorney-client privilege.

24 **REQUEST FOR PRODUCTION NO. 6:**

25 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE
26 INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in
27 part), summarized, presented to or received from MORGAN LEWIS.

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RESPONSE TO REQUEST FOR PRODUCTION NO. 6:

Skadden incorporates by reference its General Objections as though fully set forth herein. Skadden additionally objects to this Request to the extent that it seeks the production of documents that are within Schroeder's possession, custody or control, or that are equally as accessible to Schroeder as to Skadden. Skadden additionally objects to this Request to the extent that it seeks the production of documents that are within Schroeder's possession, custody or control, or that are equally as accessible to Schroeder as to Skadden. Skadden further objects to this Request to the extent that it seeks the discovery of information that is neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. Skadden additionally objects to this Request to the extent that it is overbroad and unduly burdensome. Skadden further objects to this Request to the extent that it seeks the production of documents that are subject to any applicable privilege, doctrine or immunity, including without limitation the attorney-client privilege, the attorney work product doctrine or the right of privacy. Skadden additionally objects to this Request to the extent that it is vague and ambiguous with respect to the terms "CONCERNING," "transmitted", "read from", "summarized", "presented" and "received." Skadden objects that the use of these vague and ambiguous terms in conjunction with this Request requires Skadden to speculate as to the nature and scope of the documents sought. Requiring Skadden to so speculate renders the Request overbroad, unduly burdensome, oppressive and not reasonably calculated to lead to the discovery of admissible evidence.

Skadden will not produce documents responsive to this Request because any such documents are protected by the attorney-client privilege and/or the work product doctrine.

REQUEST FOR PRODUCTION NO. 7:

All DOCUMENTS CONCERNING notes and/or memoranda of witness interviews WHICH YOU conducted on behalf of the SPECIAL COMMITTEE, including but not limited to: (1) YOUR handwritten notes; (2) all drafts of interview memoranda, whether dictated, handwritten, typed or otherwise memorialized; (3) the metadata of any electronically created and edited electronic DOCUMENTS showing when they were edited; (4) all exhibits or other DOCUMENTS

1 referenced in any such memoranda or notes; and (5) all DOCUMENTS showing edits of such
2 memoranda or notes.

3 **RESPONSE TO REQUEST FOR PRODUCTION NO. 7:**

4 Skadden incorporates by reference its General Objections as though fully set forth
5 herein. Skadden additionally objects to this Request to the extent that it seeks the production of
6 documents that are within Schroeder's possession, custody or control, or that are equally as
7 accessible to Schroeder as to Skadden. Skadden further objects to this Request to the extent that it
8 seeks the discovery of information that is neither relevant to the subject matter of this action nor
9 reasonably calculated to lead to the discovery of admissible evidence. Skadden additionally
10 objects to this Request to the extent that it is overbroad and unduly burdensome. Skadden further
11 objects to this Request to the extent that it seeks the production of documents that are subject to
12 any applicable privilege, doctrine or immunity, including without limitation the attorney-client
13 privilege, the attorney work product doctrine or the right of privacy. Skadden additionally objects
14 to this Request to the extent that it is vague and ambiguous with respect to the terms
15 "CONCERNING," "notes", "memoranda", "conducted", "on behalf of", "drafts", "memorialized",
16 "metadata", "electronic", "edited", "referenced" and "showing." Skadden objects that the use of
17 these vague and ambiguous terms in conjunction with this Request requires Skadden to speculate
18 as to the nature and scope of the documents sought. Requiring Skadden to so speculate renders the
19 Request overbroad, unduly burdensome, oppressive and not reasonably calculated to lead to the
20 discovery of admissible evidence.

21 Based on Skadden's review of the SEC's initial disclosures to Schroeder, pursuant to
22 F.R.C.P. 26(a)(1), the SEC has already produced the final version of all witness interview
23 memoranda prepared by Skadden (the "Interview Memoranda") as well as all the document or
24 exhibits referenced therein. Because such documents are already in Schroeder's possession,
25 custody or control, it would be unduly burdensome and an improper use of the discovery process to
26 compel Skadden to produce such documents in this case. Accordingly, Skadden will not produce
27 any of the Interview Memoranda or the documents or exhibits referenced therein to Schroeder as
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1 the SEC has already produced such documents to Schroeder and they are, accordingly, equally
2 accessible to Schroeder as to Skadden. Skadden also refuses to produce any of the Interview
3 Memoranda, or any of the privileged documents or exhibits attached thereto, on the additional
4 grounds that such documents are protected from discovery by the attorney client privilege, the
5 work product doctrine, or other applicable privileges.

6 Skadden will produce the electronic document metadata concerning the Interview
7 Memoranda, which reflect information such as "date last modified," "date created," and "date
8 printed," but do not disclose information protected by the work product doctrine, or any other
9 applicable privileges, doctrines or immunities, such as the substance of any revisions or
10 amendments made to the Interview Memoranda.

11 Skadden will refuse to produce all other documents responsive to this Request on
12 the grounds that they are protected by the attorney client privilege, the work product doctrine or
13 other applicable privileges or immunities.

14 **REQUEST FOR PRODUCTION NO. 8:**

15 YOUR calendars and billing time records which reference or describe the dates,
16 length and content of: (1) witness interviews YOU attended conducted by the SPECIAL
17 COMMITTEE or SKADDEN; (2) meetings or telephone calls YOU attended with any agency of
18 the government CONCERNING the SPECIAL COMMITTEE INVESTIGATION; (3) meetings or
19 telephone calls YOU attended with PWC CONCERNING the SPECIAL COMMITTEE
20 INVESTIGATION and/or RESTATEMENT; (4) meetings or telephone calls YOU attended with
21 LECG CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or
22 RESTATEMENT; (5) meetings YOU attended with the NASDAQ CONCERNING the SPECIAL
23 COMMITTEE INVESTIGATION and/or RESTATEMENT; (6) time YOU spent on the SPECIAL
24 COMMITTEE INVESTIGATION and/or RESTATEMENT other than that specified in (1) through
25 (5) above.

1 RESPONSE TO REQUEST FOR PRODUCTION NO. 8:

2 Skadden incorporates by reference its General Objections as though fully set forth
 3 herein. Skadden further objects to this Request to the extent that it seeks the discovery of
 4 information that is neither relevant to the subject matter of this action nor reasonably calculated to
 5 lead to the discovery of admissible evidence. Skadden additionally objects to this Request to the
 6 extent that it is overbroad and unduly burdensome. Skadden further objects to this Request to the
 7 extent that it seeks the production of documents that are subject to any applicable privilege,
 8 doctrine or immunity, including without limitation the attorney-client privilege, the attorney work
 9 product doctrine or the right of privacy. Skadden additionally objects to this Request to the extent
 10 that it is vague and ambiguous with respect to the terms "CONCERNING," "calendars", "time
 11 records", "reference", "describe", "attended", "conducted" and "meetings." Skadden objects that
 12 the use of these vague and ambiguous terms in conjunction with this Request requires Skadden to
 13 speculate as to the nature and scope of the documents sought. Requiring Skadden to so speculate
 14 renders the Request overbroad, unduly burdensome, oppressive and not reasonably calculated to
 15 lead to the discovery of admissible evidence.

16 Subject to and without waiving any of the above objections, Skadden will produce
 17 certain documents responsive to this Request, including final versions of billing records and certain
 18 calendar items, which have been redacted to remove information protected by the attorney-client
 19 privilege, the work product doctrine, the right of privacy and confidential information that is not
 20 responsive to this Request.

21 REQUEST FOR PRODUCTION NO. 9:

22 All DOCUMENTS summarizing any interactions which YOU attended with
 23 representatives of the SEC, DOJ and/or NASDAQ concerning the SPECIAL COMMITTEE
 24 INVESTIGATION and/or RESTATEMENT including notes or memoranda of any such interaction
 25 and any presentations that YOU made therein.

1 RESPONSE TO REQUEST FOR PRODUCTION NO. 9:

2 Skadden incorporates by reference its General Objections as though fully set forth
 3 herein. Skadden further objects to this Request to the extent that it seeks the discovery of
 4 information that is neither relevant to the subject matter of this action nor reasonably calculated to
 5 lead to the discovery of admissible evidence. Skadden additionally objects to this Request to the
 6 extent that it is overbroad and unduly burdensome. Skadden further objects to this Request to the
 7 extent that it seeks the production of documents that are subject to any applicable privilege,
 8 doctrine or immunity, including without limitation the attorney-client privilege, the attorney work
 9 product doctrine or the right of privacy. Skadden additionally objects to this Request to the extent
 10 that it is vague and ambiguous with respect to the terms "CONCERNING," "summarizing",
 11 "interactions", "attended", "representatives", "notes", "memoranda" and "presentations." Skadden
 12 objects that the use of these vague and ambiguous terms in conjunction with this Request requires
 13 Skadden to speculate as to the nature and scope of the documents sought. Requiring Skadden to so
 14 speculate renders the Request overbroad, unduly burdensome, oppressive and not reasonably
 15 calculated to lead to the discovery of admissible evidence.

16 Subject to and without waiving any of the above objections, Skadden will produce
 17 any documents responsive to this Request, to the extent they exist, which are not protected by the
 18 work product doctrine, the attorney client privilege, or any other applicable privilege or immunity.
 19 However, Skadden believes that substantially all, if not all, responsive documents, if any, will be
 20 protected by the work product doctrine, the attorney client privilege, or other applicable privileges,
 21 and will not produce any such documents.

22 REQUEST FOR PRODUCTION NO. 10:

23 All DOCUMENTS CONCERNING statements which YOU transmitted, read from
 24 (in whole or in part), summarized or presented to, or received from, any member of the press or
 25 news media or made to attendees at any seminars, CONCERNING the SPECIAL COMMITTEE
 26 INVESTIGATION and/or SCHROEDER.

27 RESPONSE TO REQUEST FOR PRODUCTION NO. 10:

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1 Skadden incorporates by reference its General Objections as though fully set forth
2 herein. Skadden further objects to this Request to the extent that it seeks the discovery of
3 information that is neither relevant to the subject matter of this action nor reasonably calculated to
4 lead to the discovery of admissible evidence. Skadden additionally objects to this Request to the
5 extent that it is overbroad and unduly burdensome. Skadden further objects to this Request to the
6 extent that it seeks the production of documents that are subject to any applicable privilege,
7 doctrine or immunity, including without limitation the attorney-client privilege, the attorney work
8 product doctrine or the right of privacy. Skadden additionally objects to this Request to the extent
9 that it is vague and ambiguous with respect to the terms "CONCERNING," "statements",
10 "transmitted", "read from", "summarized", "presented", "received", "member", "press", "news
11 media", "attendees" and "seminars." Skadden objects that the use of these vague and ambiguous
12 terms in conjunction with this Request requires Skadden to speculate as to the nature and scope of
13 the documents sought. Requiring Skadden to so speculate renders the Request overbroad, unduly
14 burdensome, oppressive and not reasonably calculated to lead to the discovery of admissible
15 evidence.

16 Subject to and without waiving any of the above objections, Skadden will produce
17 documents responsive to this Request, if any, to the extent that such documents are not subject to
18 any applicable privilege, doctrine or immunity. However, Skadden does not believe it has any such
19 documents.

20 **REQUEST FOR PRODUCTION NO. 11:**

21 All DOCUMENTS CONCERNING the COMPANY'S SEC filings that refer to or
22 discuss the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT, including
23 drafts which YOU prepared, edited or commented upon.

24 **RESPONSE TO REQUEST FOR PRODUCTION NO. 11:**

25 Skadden incorporates by reference its General Objections as though fully set forth
26 herein. Skadden additionally objects to this Request to the extent that it seeks the production of
27 documents that are within Schroeder's possession, custody or control, or that are equally as
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1 accessible to Schroeder as to Skadden. Skadden further objects to this Request to the extent that it
2 seeks the discovery of information that is neither relevant to the subject matter of this action nor
3 reasonably calculated to lead to the discovery of admissible evidence. Skadden additionally
4 objects to this Request to the extent that it is overbroad and unduly burdensome. Skadden further
5 objects to this Request to the extent that it seeks the production of documents that are subject to
6 any applicable privilege, doctrine or immunity, including without limitation the attorney-client
7 privilege, the attorney work product doctrine or the right of privacy. Skadden additionally objects
8 to this Request to the extent that it is vague and ambiguous with respect to the terms
9 "CONCERNING," "filings", "refer", "discuss", "drafts", "prepared", "edited" and "commented."
10 Skadden objects that the use of these vague and ambiguous terms in conjunction with this Request
11 requires Skadden to speculate as to the nature and scope of the documents sought. Requiring
12 Skadden to so speculate renders the Request overbroad, unduly burdensome, oppressive and not
13 reasonably calculated to lead to the discovery of admissible evidence.

14 Subject to and without waiving any of the above objections, Skadden will produce
15 any documents responsive to this Request which are not protected by the work product doctrine,
16 the attorney-client privilege, or any other applicable privilege or immunity. However, Skadden
17 does not believe it has any such non-privileged documents.

18 **REQUEST FOR PRODUCTION NO. 12:**

19 All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU
20 transmitted to, read from (in whole or in part), summarized, presented to or received from any
21 government agency.

22 **RESPONSE TO REQUEST FOR PRODUCTION NO. 12:**

23 Skadden incorporates by reference its General Objections as though fully set forth
24 herein. Skadden additionally objects to this Request to the extent that it seeks the production of
25 documents that are within Schroeder's possession, custody or control, or that are equally as
26 accessible to Schroeder as to Skadden. Skadden further objects to this Request to the extent that it
27 seeks the discovery of information that is neither relevant to the subject matter of this action nor
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1 reasonably calculated to lead to the discovery of admissible evidence. Skadden additionally
2 objects to this Request to the extent that it is overbroad and unduly burdensome. Skadden further
3 objects to this Request to the extent that it seeks the production of documents that are subject to
4 any applicable privilege, doctrine or immunity, including without limitation the attorney-client
5 privilege, the attorney work product doctrine or the right of privacy. Skadden additionally objects
6 to this Request to the extent that it is vague and ambiguous with respect to the terms
7 "CONCERNING," "transmitted", "read from", "summarized", "presented" and "received."
8 Skadden objects that the use of these vague and ambiguous terms in conjunction with this Request
9 requires Skadden to speculate as to the nature and scope of the documents sought. Requiring
10 Skadden to so speculate renders the Request overbroad, unduly burdensome, oppressive and not
11 reasonably calculated to lead to the discovery of admissible evidence.

12 Subject to and without waiving any of the above objections, Skadden will produce
13 documents responsive to this Request, if any, to the extent that such documents are not subject to
14 any applicable privilege, doctrine or immunity.

15 **REQUEST FOR PRODUCTION NO. 13:**

16 All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU
17 transmitted to, read from (in whole or in part), summarized, presented to or received from, PWC.

18 **RESPONSE TO REQUEST FOR PRODUCTION NO. 13:**

19 Skadden incorporates by reference its General Objections as though fully set forth
20 herein. Skadden further objects to this Request to the extent that it seeks the discovery of
21 information that is neither relevant to the subject matter of this action nor reasonably calculated to
22 lead to the discovery of admissible evidence. Skadden additionally objects to this Request to the
23 extent that it is overbroad and unduly burdensome. Skadden further objects to this Request to the
24 extent that it seeks the production of documents that are subject to any applicable privilege,
25 doctrine or immunity, including without limitation the attorney-client privilege, the attorney work
26 product doctrine or the right of privacy. Skadden additionally objects to this Request to the extent
27 that it is vague and ambiguous with respect to the terms "CONCERNING," "transmitted", "read
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1 from", "summarized", "presented" and "received." Skadden objects that the use of these vague and
2 ambiguous terms in conjunction with this Request requires Skadden to speculate as to the nature
3 and scope of the documents sought. Requiring Skadden to so speculate renders the Request
4 overbroad, unduly burdensome, oppressive and not reasonably calculated to lead to the discovery
5 of admissible evidence.

6 Skadden will not produce documents responsive to this Request because any such
7 documents are protected by the work product doctrine and/or attorney-client privilege.

8 **REQUEST FOR PRODUCTION NO. 14:**

9 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE
10 INVESTIGATION which YOU created or edited, which related to the findings of the SPECIAL
11 COMMITTEE.

12 **RESPONSE TO REQUEST FOR PRODUCTION NO. 14:**

13 Skadden incorporates by reference its General Objections as though fully set forth
14 herein. Skadden additionally objects to this Request to the extent that it seeks the production of
15 documents that are within Schroeder's possession, custody or control, or that are equally as
16 accessible to Schroeder as to Skadden. Skadden further objects to this Request to the extent that it
17 seeks the discovery of information that is neither relevant to the subject matter of this action nor
18 reasonably calculated to lead to the discovery of admissible evidence. Skadden additionally
19 objects to this Request to the extent that it is overbroad and unduly burdensome. Skadden further
20 objects to this Request to the extent that it seeks the production of documents that are subject to
21 any applicable privilege, doctrine or immunity, including without limitation the attorney-client
22 privilege, the attorney work product doctrine or the right of privacy. Skadden additionally objects
23 to this Request to the extent that it is vague and ambiguous with respect to the terms
24 "CONCERNING," "created", "edited" and "findings." Skadden objects that the use of these vague
25 and ambiguous terms in conjunction with this Request requires Skadden to speculate as to the
26 nature and scope of the documents sought. Requiring Skadden to so speculate renders the Request
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1 overbroad, unduly burdensome, oppressive and not reasonably calculated to lead to the discovery
2 of admissible evidence.

3 Subject to and without waiving any of the above objections, Skadden will produce
4 any documents responsive to this Request, which are not protected by the work product doctrine,
5 the attorney client privilege, or any other applicable privilege or immunity.

6 **REQUEST FOR PRODUCTION NO. 15:**

7 All DOCUMENTS CONCERNING meetings and/or telephone calls which YOU
8 had with representatives of the press or other news media CONCERNING SCHROEDER, the
9 SPECIAL COMMITTEE INVESTIGATION and/or the SLC INVESTIGATION, including billing
10 records and calendar entries showing any such meetings or telephone calls.

11 **RESPONSE TO REQUEST FOR PRODUCTION NO. 15:**

12 Skadden incorporates by reference its General Objections as though fully set forth
13 herein. Skadden further objects to this Request to the extent that it seeks the discovery of
14 information that is neither relevant to the subject matter of this action nor reasonably calculated to
15 lead to the discovery of admissible evidence. Skadden further objects to this Request to the extent
16 that it seeks the production of documents that are subject to any applicable privilege, doctrine or
17 immunity, including without limitation the attorney-client privilege, the attorney work product
18 doctrine or the right of privacy. Skadden additionally objects to this Request to the extent that it is
19 vague and ambiguous with respect to the terms "CONCERNING," "meetings", "representatives",
20 "press", "news media", "billing records" and "calendar entries." Skadden objects that the use of
21 these vague and ambiguous terms in conjunction with this Request requires Skadden to speculate
22 as to the nature and scope of the documents sought. Requiring Skadden to so speculate renders the
23 Request overbroad, unduly burdensome, oppressive and not reasonably calculated to lead to the
24 discovery of admissible evidence.

25 Subject to and without waiving any of the above objections, Skadden will produce
26 documents responsive to this Request, if any, to the extent that such documents are not subject to
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1 any applicable privilege, doctrine or immunity. However, Skadden does not believe it has any such
2 documents.

3 **REQUEST FOR PRODUCTION NO. 16:**

4 All DOCUMENTS CONCERNING any investigation CONCERNING
5 SCHROEDER or KLA-TENCOR's historical stock option practices (other than the SPECIAL
6 COMMITTEE INVESTIGATION, RESTATEMENT, and SLC INVESTIGATION) which YOU
7 gave, read from (in whole or in part), summarized, presented to or received from any of the
8 following entities: SEC, DOJ, NASDAQ or news media.

9 **RESPONSE TO REQUEST FOR PRODUCTION NO. 16:**

10 Skadden incorporates by reference its General Objections as though fully set forth
11 herein. Skadden additionally objects to this Request to the extent that it seeks the production of
12 documents that are within Schroeder's possession, custody or control, or that are equally as
13 accessible to Schroeder as to Skadden. Skadden further objects to this Request to the extent that it
14 seeks the discovery of information that is neither relevant to the subject matter of this action nor
15 reasonably calculated to lead to the discovery of admissible evidence. Skadden additionally
16 objects to this Request to the extent that it is overbroad and unduly burdensome. Skadden further
17 objects to this Request to the extent that it seeks the production of documents that are subject to
18 any applicable privilege, doctrine or immunity, including without limitation the attorney-client
19 privilege, the attorney work product doctrine or the right of privacy. Skadden additionally objects
20 to this Request to the extent that it is vague and ambiguous with respect to the terms
21 "CONCERNING," "historical", "practices", "other than", "gave", "read from", "summarized",
22 "presented", "received" and "news media." Skadden objects that the use of these vague and
23 ambiguous terms in conjunction with this Request requires Skadden to speculate as to the nature
24 and scope of the documents sought. Requiring Skadden to so speculate renders the Request
25 overbroad, unduly burdensome, oppressive and not reasonably calculated to lead to the discovery
26 of admissible evidence.

1 Subject to and without waiving any of the above objections, Skadden will produce
2 documents responsive to this Request, if any, to the extent that such documents are not subject to
3 any applicable privilege, doctrine or immunity. However, Skadden does not believe it has any such
4 documents.

5 **REQUEST FOR PRODUCTION NO. 17:**

6 All DOCUMENTS that relate to any ownership interest in KLA-TENCOR
7 securities held during the time period May 1, 2006 to the present by any SKADDEN attorney(s)
8 who worked on the SPECIAL COMMITTEE INVESTIGATION.

9 **RESPONSE TO REQUEST FOR PRODUCTION NO. 17:**

10 Skadden incorporates by reference its General Objections as though fully set forth
11 herein. Skadden further objects to this Request on the ground that it seeks the production of
12 documents subject to a constitutional, statutory or common law right of privacy. *See, e.g., Whittall*
13 *v. Henry Schein, Inc.*, No. CIVS051629 WBS GGH, 2006 WL 902571, at *4 (E.D. Cal. Apr. 5,
14 2006) ("Personal financial information comes within the zone of privacy protected by article I,
15 section 1 of the California Constitution"). A non-party's personal financial information is
16 irrelevant to this action, and therefore this Request is inapplicable, harassing, and seeks information
17 that is not reasonably calculated to lead to the discovery of admissible evidence. Skadden
18 additionally objects to this Request to the extent that it is vague and ambiguous with respect to the
19 terms "CONCERNING," "relate", "ownership" and "securities."

20 Notwithstanding the foregoing objections, no current or former Skadden associate,
21 counsel or partner who attended a witness interview, authored an interview memorandum, or
22 billed more than 50 hours in connection with the Special Committee investigation, has any
23 documents responsive to this request, with the possible exception of documents relating to mutual
24 funds. Skadden will not produce any such documents relating to attorneys' mutual fund holdings,
25 to the extent they exist, as it would be unduly burdensome to find such documents and the
26 information contained therein would be irrelevant, not reasonably calculated to lead to the
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1 discovery of admissible evidence, and would be protected by the constitutional, statutory and/or
2 common law right of privacy of the individual Skadden attorneys involved in this case.

3 Dated: December 10, 2007

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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5 By: 

Matthew E. Sloan

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7 Attorneys for Non-Party
8 Skadden, Arps, Slate, Meagher & Flom LLP
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NON-PARTY SKADDEN'S RESPONSES AND OBJECTIONS TO
DEFENDANT KENNETH L. SCHROEDER'S SUBPOENA FOR RECORDS